

EXHIBIT A

(Reclamation Demand)



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October 18, 2018

VIA FEDERAL EXPRESS

Ray C. Schrock, P.C.
Jacqueline Marcus
Garrett A. Fail
Sunny Singh
WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, NY 10153

Robert A. Riecker
Chief Financial Officer
Sears Holding Corp.
3333 Beverly Road
Hoffman Estates, IL 60179

Re: *Sears Holdings Corporation, et al. (collectively the “Debtors”), Case No. 18-23538 (RDD), Demand for Reclamation of Goods Pursuant to Bankruptcy Code § 546(c) and U.C.C. § 2-702 on behalf of Eastern Prime Textiles Limited*

Mr. Schrock, Ms. Marcus, Mr. Fail, Mr. Singh, and Mr. Riecker:

I am writing as counsel for Eastern Prime Textiles Limited (“*Eastern Prime*”) with respect to the above-referenced, jointly administered Chapter 11 cases, which are currently pending in the United States Bankruptcy Court for the Southern District of New York.

As set forth in the ledger summaries attached as Exhibit A, Eastern Prime sold certain goods (collectively the “*Prepetition Invoiced Goods*”) to several Debtors including, but not limited to, Sears Holdings Corp., Sears, Roebuck and Co., and Kmart Holding Corp. Copies of the underlying invoices are available upon request.

The Prepetition Invoiced Goods were sold to the Debtors on credit and received by the Debtors while they were insolvent, which insolvency is evidenced, in whole or in part, by the Debtors’ filing of Petitions for Relief under Chapter 11 of United States Code, 11 U.S.C. § 101, et seq. (the “*Bankruptcy Code*”) on October 15, 2018 (the “*Petition Date*”). The Debtors

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received the Prepetition Invoiced Goods, shipped by Eastern Prime, in the 45-day period preceding the Petition Date, or between August 31, 2018, and October 15, 2018 (the “*Reclamation Period*”). The value of the outstanding invoices related to the Prepetition Invoiced Goods is \$3,551,999.72 with respect to Kmart and \$3,728,850.33 with respect to Sears.

Demand is hereby made pursuant to 11 U.S.C. § 546(c) and U.C.C. § 2-702 (and the applicable U.C.C. provisions for the stated where the goods were delivered), for return of the Prepetition Invoiced Goods. Eastern Prime demands the immediate return of the Prepetition Invoiced Goods. In the interim, Eastern Prime demands that the Debtors immediately segregate the Prepetition Invoiced Goods. Please take notice that these goods are not to be sold, used or otherwise transferred except with our written consent or by order of the court of competent jurisdiction entered upon prior notice to Eastern Prime.

This demand is made without prejudice to Eastern Prime’s rights to (a) seek an 11 U.S.C. § 503(b)(9) administrative claim with respect to any portion of the Prepetition Invoiced Goods that were received by the Debtors within twenty (20) days before the Petition Date, (b) assert any lien rights with respect to the Prepetition Invoiced Goods, and (c) seek an 11 U.S.C. § 503(b)(1) administrative claim with respect to any portion of the Prepetition Invoiced Goods that were received by the Debtors after the Petition Date.

If you have any questions regarding the relevant goods or invoices, please do not hesitate to contact the undersigned at (212) 259-7307.

Sincerely,



Edward L. Schnitzer
Chair, U.S. Bankruptcy and Financial
Restructuring Group

Enclosure